

Legend

Existing Bylaws	Revised Bylaws
Content that has been removed is shown with <u>striketthrough</u>	Content that has been added is shown with <u>underline</u> .

BYLAWS OF DES MOINES CYCLE CLUB, INC. Revised March 5, 1990	BYLAWS OF DES MOINES CYCLE CLUB, INC. Revised January 15, 2018
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ARTICLE ONE Members	ARTICLE ONE <u>Members</u>
A. The members of this corporation shall each year consist of those persons, families, firms, and corporations who have fully paid their membership fee for that year. Any adult, firm or corporation may become an individual member . A family membership shall include any adults and children living at the same address. Each individual member and each adult person included in a family membership shall have one vote at every meeting of members during the year for which said membership has been paid.	A. The <u>Members</u> of this corporation each year <u>consists</u> of those persons, families, firms, and corporations who have fully paid their membership fee for that year. Any adult, firm or corporation may become an individual <u>Member</u> . A family membership <u>includes</u> any adults and children living at the same address. Each individual <u>Member</u> and each adult person included in a family membership <u>will</u> have one vote at every meeting of <u>Members</u> during the year for which <u>the</u> membership has been paid.
B. All votes at meetings of members shall be cast in person or by absentee ballot authorized by the Board of Directors and not by proxy. Votes cast on behalf of firms and corporations shall be by properly authorized representatives.	B. All votes at meetings of <u>Members</u> <u>must</u> be cast <u>in</u> person and not by proxy. Votes cast on behalf of firms and corporations <u>must</u> be by properly authorized representatives <u>present at the meeting</u> .
C. The membership year of the corporation shall begin on May 1 , and end on April 30 each year.	C. The membership year of the corporation <u>begins</u> on <u>January 1</u> , and <u>ends</u> on <u>December 31</u> each year.
D. Membership fees shall be determined by resolution of the Board of Directors	D. Membership fees <u>will</u> be determined by resolution of the Board of Directors.
E. Membership in the corporation shall not be transferable except by consent of the Board of Directors.	E. Membership in the corporation <u>is not</u> transferable except by consent of the Board of Directors.
F. The annual meeting of the members of the corporation shall be held in the month of November each year. The Board of Directors shall fix the date, hour and place for the holding of the annual meeting and the regular meetings of members .	F. The annual meeting of the <u>Members</u> of the corporation <u>will</u> be held in <u>December</u> each year. The Board of Directors shall fix the date, hour and place for holding the annual meeting and the regular meetings of <u>Members</u> .
G. Special meetings of the members of the corporation may be held upon the call of the president of the corporation or upon the call of any three (3) members of the Board of Directors or upon such call of any twenty (20) members of the corporation at such time and place as shall be stated in the call for such meeting .	G. Special meetings of the <u>Members</u> of the corporation may be held upon the call of the president of the corporation or upon the call of <u>a majority of the sitting members of the Board</u> or upon the call of any <u>20 Members</u> of the corporation. <u>Special meetings will be held at the time and place fixed by a majority of the Board</u> .

<p>H. Notices with respect to each regular, annual or special meeting of the members of the corporation shall be given by mailing written notice of such meeting to the last known address of each member of the corporation in good standing at least ten (10) days prior to such meeting. The depositing of such notice in the United States mail, properly addressed, postage prepaid, shall be deemed to comply with this provision. Any notice of a special meeting shall indicate briefly the object or objects of the meeting.</p>	<p>H. Notices with respect to each regular, annual or special meeting of the <u>Members</u> of the corporation <u>must</u> be given <u>at least ten days prior to the meeting unless the Board finds that due to the exigency of any requested action to be presented at the meeting a shorter period will apply.</u> Notice to all family <u>Members is effective when sent to one adult Member of the family.</u> Any notice of a special meeting <u>must</u> indicate briefly the object or objects of the meeting.</p>
<p>I. At any meeting of the members of the corporation, a quorum shall consist of ten (10) members in good standing; but if a quorum shall not be present, a majority of the members present may adjourn the meeting to a later date or time. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally called.</p>	<p>I. At any meeting of the <u>Members</u> of the corporation, a quorum <u>will</u> consist of ten <u>Members</u> in good standing. <u>Issues presented to the membership will be decided by a majority of the Members present at the meeting.</u></p>

<p style="text-align: center;">ARTICLE TWO <u>Board of Directors</u></p>	<p style="text-align: center;">ARTICLE TWO <u>Board of Directors</u></p>
<p>A. The affairs of the corporation shall be conducted by a Board of Directors who shall be elected at the annual meeting of members. All members of the Board of Directors shall be members of the corporation.</p>	<p>A. <u>A Board of Directors elected at the annual meeting of the Members shall conduct the affairs of the corporation. Members of the Board of Directors must be Members of the corporation.</u></p>
<p>B. At the annual meeting, the members shall elect a President, a Vice-President, a Secretary/Treasurer, a Newsletter Editor, two (2) Ride Chairpersons, a RAGBRAI Coordinator, a Membership Chairperson, a Public Relations Chairperson, and a Racing Chairperson, or such other or different officers and chairpersons as the Board, with the approval of the membership, shall determine to be necessary from time to time. Such chairpersons and officers shall constitute the Board of the corporation, and they shall hold office until their successors are elected and have duly qualified, unless removed for cause. The President may also appoint Ex-officio, non-voting Board members to perform assigned tasks and report to the Board as needed.</p>	<p>B. <u>At the first annual meeting following the adoption of these bylaws as revised on January 15, 2018, the Members shall elect a nine member Board of Directors to serve staggered terms as follows: 1. A president who shall serve a term of one year; 2. A vice president who shall serve a term of three years; 3. A secretary who shall serve a term of two years; 4. A treasurer who shall serve a term of three years; 5. A membership director/volunteer coordinator who shall serve a term of three years; 6. Two at-large directors who shall serve terms of one year; and 7. Two at-large directors who shall serve terms of two years. At each annual meeting thereafter, the Members shall elect three directors to fill the positions of the expiring terms and each director shall serve in the position elected to for a term of three years. Directors may serve unlimited successive terms. The directors constitute the Board of the corporation, and they will hold office until their successors are elected and have duly qualified, unless removed for cause. The Board President may also appoint ex-officio, non-voting Board members to perform assigned tasks and report to the Board as needed.</u></p>
<p>C. Not later than the August board meeting of each year, the Board shall appoint a nominating committee to recommend at least one person for each Board position to be submitted for election to the Board of Directors at the annual meeting of the members. The report of the nominating committee shall be published in the corporation bulletin which shall be mailed to each member of the corporation in good standing at least ten (10) days prior to the date of the annual membership meeting. Additional nominations for election to the Board of Directors may be made at the annual membership meeting.</p>	<p>C. Not later than the August board meeting of each year, the Board shall appoint a nominating committee to <u>submit the names of Members</u> for election to the Board of Directors at the annual meeting of the Members. <u>The nominating committee shall prepare ballots and other forms it deems appropriate to receiving nominations, evaluating nominees, and conducting the annual election, and may adopt rules for the conduct of the annual elections.</u> The report of the nominating committee <u>must be sent to each Member</u> of the corporation in good standing at least ten days prior to the date of the annual membership meeting. Additional nominations for elections to the Board of Directors may be made at the annual membership meeting.</p>

<p>D. In the event a vacancy occurs in the Board of Directors, the Board shall appoint a nominating committee to submit a nominee to the Members at the next meeting of members following the notification of the vacancy.</p>	<p>D. In the event a vacancy, <u>by resignation or other means</u>, occurs in the Board of Directors, the Board, <u>by majority vote of the sitting members</u>, may appoint a <u>Member to serve on the Board until the next annual membership meeting</u>, when the <u>Members shall elect a director to serve for the unexpired term of the vacant position.</u></p>
<p>E. Regular meetings of the Board of Directors shall be held at such times and places as the Board of Directors shall determine from time to time by resolution. Special meetings of the Board of Directors may be called by the President or by any three (3) members of the Board of Directors.</p>	<p>E. <u>The Board of Directors shall hold regular meetings</u> at such times and places as the Board of Directors determines from time to time. Special meetings of the Board of Directors may be called by the President or by any <u>five</u> members of the Board of Directors.</p>
<p>F. Notice of any regular or special meeting of the Board of Directors shall be given by personal contact or in writing at least three (3) days prior to the date of such meeting. If given in writing said notice shall be given by depositing a written Notice of such meeting in the United States mail, properly addressed, postage prepaid, to each member of the Board of Directors. Notice of special meetings of the Board of Directors shall specify briefly the purpose or purposes for which such meetings are called.</p>	<p>F. Notice of any regular or special meeting of the Board of Directors <u>must</u> be given at least three days prior to the date of such meeting. Notice of special meetings of the Board of Directors <u>must</u> specify briefly the purpose or purposes for which such meetings are called.</p>
<p>G. A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business, and the affirmative vote of the majority of those present at any meetings at which a quorum is present shall be sufficient to pass any resolution to any other action of the Board of Directors.</p>	<p>G. A majority of the <u>sitting</u> members of the Board of Directors constitutes a quorum for the transaction of business, and the affirmative vote of the majority of those present at any meeting at which a quorum is present <u>will</u> be sufficient to pass any resolution <u>and to take</u> any other action of the Board of Directors.</p>
<p>H. Any action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action to be taken, is prepared and if such consent for action shall be signed by two-thirds (2/3) of the directors.</p>	<p>H. Any action <u>that</u> may be taken at a meeting of the Board of Directors, may be taken without a meeting if consented to in writing, <u>including an electronic writing</u>, by two-thirds of the <u>sitting</u> directors.</p>
<p>I. There shall be an Executive Committee of the Board of Directors consisting of the President, Vice-President, Secretary/Treasurer, and immediate Past President. This committee will have such powers and duties as delegated by the Board.</p>	<p>I. The Executive Committee of the Board of Directors consists of the President, Vice-President, Secretary, Treasurer, and <u>the Membership Director/Volunteer Coordinator</u>. This committee will have such powers and duties as delegated by the Board.</p>

<p>J. The Board of Directors may, by resolution, designate such committees consisting of three (3) or more members of the corporation as it may deem advisable. Each such committee shall have such authority as shall be specified in the resolution designating such committee. The Board of Directors shall have power at any time to remove any member of any committee, with or without cause, and to fill vacancies in and to dissolve any such committee.</p>	<p>J. The Board of Directors may, by resolution, designate such committees consisting of three or more <u>Members</u> of the corporation as it may deem advisable. Each committee <u>will</u> have <u>the</u> authority specified in the resolution designating <u>the</u> committee. The Board of Directors <u>has</u> power at any time to remove any member of any committee, with or without cause, and to fill vacancies in and to dissolve any committee.</p>
<p>K. Following the election of the Board of Directors at the annual meeting, the newly elected Board of Directors will meet with current Board of Directors at the December meeting. During this meeting the Boards of Directors will exchange information and materials pertaining to their office.</p>	<p>K. Following the election of the Board of Directors at the annual meeting, the newly elected Board of Directors will meet with the current Board of Directors. During this meeting, the Boards of Directors will exchange information and materials pertaining to their offices <u>and each outgoing director shall turn over to their successors all Corporate material in the outgoing director's possession.</u></p>
<p>L. The newly elected Board of Directors will be inducted into office at the end of the December meeting of the Board of Directors.</p>	<p>L. The newly elected Board of Directors <u>members</u> will <u>take their seats</u> at the <u>January</u> meeting of the Board of Directors.</p>
	<p><u>M. If a Board member fails to attend at least 75% of the board meetings (both regular and special) in the preceding 12-month period, that Board member may be removed by a majority vote of the other sitting Board members and the seat will be deemed vacant.</u></p>

ARTICLE THREE	ARTICLE THREE <u>Directors</u>
<p>A. <u>President.</u> The President shall be the Chief Executive Officer of the corporation and shall have all powers and duties as usually pertain to the office of President, except such powers and duties as are specifically delegated to other officers of the corporation by the Board of Directors or the membership. The President shall preside at all meetings of the members and of the Board of Directors.</p>	<p>A. <u>President.</u> The President <u>is</u> Chief Executive Officer of the corporation and <u>has</u> all powers and duties as usually pertain to the office of President, except such powers and duties as are specifically delegated to other officers of the corporation by the Board of Directors or the membership. The President <u>will</u> preside at all meetings of the <u>M</u>embers and of the Board of Directors.</p>
<p>B. <u>Vice-President.</u> The Vice-President shall assist the Chief Executive Officer of the corporation and shall have all powers and duties as usually pertain to the office of Vice-President, except such powers and duties as are specifically delegated to other officers of the corporation by the Board of Directors or the membership. The Vice President shall be responsible for the corporation's outback Ride. The Vice-President shall preside at all meetings of the members and of the Board of Directors in the absence of the President.</p>	<p>B. <u>Vice-President.</u> The Vice-President shall assist the Chief Executive Officer of the corporation and <u>has</u> all powers and duties as usually pertain to the office of Vice-President, except such powers and duties as are specifically delegated to other officers of the corporation by the Board of Directors or the membership. The Vice-President shall preside at all meetings of the <u>M</u>embers and the Board of Directors in the absence of the President.</p>

<p>C. Secretary/Treasurer. The Secretary/Treasurer shall keep the minute book of the corporation and shall record the proceedings of all meetings of the members of the Board of Directors. The Secretary/Treasurer shall also keep on file such other instruments and records, including a correct membership role, as the Board of Directors shall direct, shall see that notices of all meetings are properly given, and shall maintain a correspondence file for the corporation. The Secretary/Treasurer shall prepare and submit a budget to the Board of Directors in December for approval by the new Board in January. The Secretary/Treasurer shall have charge of the funds of the corporation, and shall receive and account for the same to the Board of Directors. The Secretary/Treasurer shall deposit the funds of the corporation in such bank or other depositories as shall be selected by the Board of Directors and shall be responsible to account for all disbursements made therefrom. The Secretary/Treasurer shall furnish regular statements showing the financial position of the corporation at such intervals as the Board of Directors shall determine from time to time by resolution. The Secretary/Treasurer shall also be responsible for maintaining the club's clothing inventory, sales of club clothing, and accounting for those funds.</p>	<p>C. <u>Secretary</u>. The Secretary shall keep the minute book of the corporation and shall record the proceedings of all meetings of the <u>Members</u> and the Board of Directors. The Secretary shall also keep on file such other instruments and records, including a correct membership <u>roll</u>, as the Board of Directors directs, shall see that notices of all meetings are properly given, and shall maintain a correspondence file for the corporation.</p>
	<p>D. The Treasurer shall <u>by December 1</u> of each year prepare and submit a <u>proposed</u> budget to the Board of Directors for approval <u>or amendment and approval</u> by the new Board in January. The Treasurer shall have charge of the funds of the corporation, and shall receive and account for the same to the Board of Directors. The Treasurer shall deposit the funds of the corporation in such bank or other depositories as selected by the Board of Directors and shall be responsible to account for all disbursements therefrom. The Treasurer shall furnish regular statements showing the financial position of the corporation at such intervals as the Board of Directors shall determine from time to time. The Treasurer shall also be responsible for maintaining the club's clothing inventory, sales of club clothing, and accounting for those funds.</p>

<p>D. Newsletter Editor. The Newsletter Editor may be co-chaired by two club members. Although the Newsletter may be co-chaired, the office of Newsletter constitutes only one vote. If the co-chairs are not in agreement, they will agree to abstain or decide their vote by a flip of the coin. The Newsletter Editor shall issue to the membership at intervals determined by the Board publications of the organization's activities. The Newsletter Editor shall also assure that the organization's publications include articles which promote bicycling and educate and inform the members.</p>	
<p>E. Ride Chairperson. The Ride Chairperson shall be jointly responsible for planning a touring program, securing leadership for each activity, and reporting such plans and activities to the Board and Newsletter Editor, and for securing and distributing ride patches and accounting for those monies.</p>	
<p>F. RAGBRAI Coordinator. The RAGBRAI coordinator shall be responsible for all activities of the club relating to club participation in RAGBRAI, for the care, maintenance and repair of the vehicle owned by the organization; for planning bus related activities; for registering users of the bus; for assuring that qualified drivers are obtained; for assuring that the bus is operated and used according to the rules established by the Board; and for accounting to the Board for all monies received and spent relating to the bus. The position shall be compensated in an amount determined to be fair and equitable by a majority vote of the Board of Directors.</p>	
<p>G. <u>Membership Chairperson.</u> The membership Chairperson shall maintain accurate membership record for the corporation; shall see that a membership roster is published and sent to all members at least once per year; shall assure that the Secretary/Treasurer has an accurate and complete roster of members at all times; and shall produce and distribute membership information and applications throughout the year.</p>	<p>E. <u>Membership Director/Volunteer Coordinator.</u> The membership director shall maintain accurate membership records for the corporation; shall see that a membership roster is published and sent to all <u>Members</u> at least once per year; shall assure that the Secretary <u>and</u> Treasurer <u>have</u> an accurate and complete roster of <u>Members</u> at all times; shall produce and distribute membership information and applications throughout the year; and shall solicit and coordinate volunteers for club activities.</p>

<p>H. <u>Public Relations Chairperson.</u> The Public Relations Chairperson shall promote publicity favorable and informative concerning bicycling and the organization; and shall schedule and organize parade participation and other activities to promote bicycling and the organization.</p>	<p>F. <u>At-Large Directors.</u> The At-Large directors shall perform the following functions as assigned by the Executive Committee: <u>ride program coordination; social media and communication; RAGBRAI coordination; race team; member benefit program; and such other duties as determined by the Executive Committee.</u></p>
<p>I. <u>Racing Chairperson.</u> The Racing Chairperson shall be responsible for planning and conducting a bicycle racing program for the organization.</p>	

<p style="text-align: center;">ARTICLE FOUR <u>Contracts, Loans, Checks, and Deposits</u></p>	<p style="text-align: center;">ARTICLE FOUR <u>Contracts, Loans, Checks, and Deposits</u></p>
<p>A. <u>Contracts.</u> The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract(s) or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.</p>	<p>A. <u>Contracts.</u> The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract(s) or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.</p>
<p>B. <u>Loans.</u> No loan shall be contracted on behalf of the corporation, and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined specific instances. No loan shall be made by the corporation to its officers or directors.</p>	<p>B. <u>Loans.</u> The corporation shall not contract for any loan, or issue any evidence of indebtedness in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. <u>The corporation shall not make any loan to its officers, directors or members.</u></p>
<p>C. <u>Checks, Drafts, Etc.</u> All checks, drafts, or other evidences of indebtedness issued in the name of the corporation, shall be signed by the President or Secretary/Treasurer or such other officer or officers, agents or agents, or the corporation and in such manner as shall from time to time be determined by resolution.</p>	<p>C. <u>Checks, Drafts, Etc.</u> All checks, drafts, or other evidences of indebtedness issued in the name of the corporation, shall be signed by the President or Treasurer or <u>by</u> such other officer or officers, agents or agents, or the corporation and in such manner as shall from time to time be determined by resolution.</p>
<p>D. <u>Deposits.</u> All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation and in such banks, trust companies or other depositories as the Board of Directors shall select.</p>	<p>D. <u>Deposits.</u> All funds of the corporation not otherwise employed <u>must</u> be deposited to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors <u>selects.</u></p>

<p>ARTICLE FIVE <u>Amendment of Bylaws and Articles</u></p>	<p>ARTICLE FIVE <u>Amendment of Bylaws and Articles</u></p>
<p>These Bylaws may be altered, amended or repealed and new Bylaws may be adopted and the Articles of Incorporation may be amended by a majority vote of the members of the club. At least ten (10) days written notice of intention to amend, alter, repeal or adopt new Bylaws or to amend the Articles of Incorporation, setting out the proposed change in the Bylaws or Articles, must be sent to the membership before any meeting in which such action is to be taken. Any number of amendments may be submitted and voted upon at any one meeting.</p>	<p>These Bylaws may be altered, amended or repealed and new Bylaws may be adopted and the Articles of Incorporation may be amended by a majority vote of the <u>Members</u> present at any regular or special meeting of the club. At least ten days notice of <u>an</u> intention to amend, alter, repeal or adopt new Bylaws or to amend the Articles of Incorporation, setting out the proposed change in the Bylaws or Articles, must be sent to the membership before any meeting in which such action is to be taken. Any number of amendments may be submitted and voted upon at any one meeting.</p>

	<p><u>ARTICLE SIX</u> <u>Notice</u></p>
	<p><u>Where in these bylaws notice is required to be given to either Members or Board members, notice may be given: (a.) in person; (b.) by sending written notice by electronic means to the intended recipient's last known email address; (c.) by depositing a written notice of the meeting in the United States mail, properly addressed, postage prepaid, to each intended recipient; or (d.) by any other means approved by the Board that is reasonably calculated to provide actual notice.</u></p>

<p>POLICY MANUAL FOR BYLAWS OF DES MOINES CYCLE CLUB, INC.</p>	
<p>Regarding ARTICLE THREE, D. <u>Newsletter Editor.</u> —— The Newsletter Editor may be co-chaired by two club members.</p>	
<p>Regarding ARTICLE TWO, G. and H. —— Although the Newsletter Editor may be co-chaired, the office of Newsletter Editor constitutes only one vote. If the co-chairs are not in agreement, they will agree to abstain or decide their vote by a flip of the coin.</p>	